



## Union Tank Car Company

39 South LaSalle Street  
Chicago, Illinois 60603  
312/372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

RECORDATION NO. *7738-H*

FILED 1425

NOV 2 1982 - 4 05 PM

INTERSTATE COMMERCE COMMISSION

2-306A070

No. NOV 2 1982

Date

Fee \$ 10.00

ICC Washington, D. C.

October 28, 1982

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the Fifth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated August 3, 1982, by and between Union Tank Car Company, 39 S. LaSalle St., Chicago, IL, 60603 (the "Company") and Morgan Guaranty Trust Company of New York, 30 West Broadway, New York, New York, 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1974 between the Company and the Bank. The Supplemental Agreement evidences the assumption by Union Tank Car Company (formerly known as Marmon Industrial Corporation) of all of the obligations of the Company under the Equipment Trust Agreement.

The Supplemental Agreement should be recorded as a supplement to the Equipment Trust Agreement dated as of December 15, 1974, which was recorded with your office on December 11, 1974, and assigned recordation number 7738. We enclose herewith our check in the amount of \$10.00 payable to the Interstate Commerce Commission to cover the recordation fee.

Please return the original copy of the Supplemental Agreement to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By

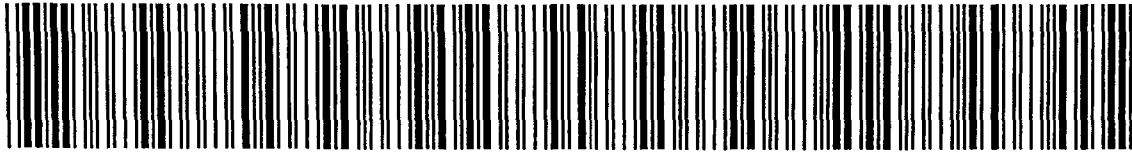
*Arthur B. Hillman*

Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

RECEIVED  
NOV 4 3 55 PM '82  
INTERSTATE COMMERCE COMMISSION



CoverSheetEnd

# Recordation Files

COVER SHEET END

DOT - STB Project

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/3/82

OFFICE OF THE SECRETARY

**Arthur B. Hillman**  
**Sec. & Assist. Gen. Counsel**  
**39 South LaSalle Street**  
**Chicago, Illinois 60603**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **11/3/82** at **4:05pm**, and assigned re-recording number(s). **7738-H, 8598-I, 12791-A**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
COUNTY OF COOK )

SS

RECORDATION NO. 7738-4 FILED 1425

NOV 2 1982 - 4 05 PM

C E R T I F I C A T E INTERSTATE COMMERCE COMMISSION

The undersigned, Bonnie L. Reddell, a Notary Public in and for said County, states that she compared the attached copy of the Fifth Supplemental Equipment Trust Agreement dated the 3rd day of August 1982, by and between Union Tank Car Company and Morgan Guaranty Trust Company of New York with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 28th day of October 1982.

Bonnie L. Reddell  
Notary Public

My Commission Expires:

February 1, 1984

FIFTH SUPPLEMENTAL EQUIPMENT  
TRUST AGREEMENT

This Fifth Supplemental Equipment Trust Agreement dated as of August 3, 1982 (the "Supplement") by and between Union Tank Car Company (formerly Marmon Industrial Corporation), a Delaware corporation incorporated on September 23, 1980 (the "Successor"), and Morgan Guaranty Trust Company of New York, as Trustee (the "Trustee"), under the Equipment Trust Agreement dated as of December 15, 1974 (the "Agreement") of Union Tank Car Company, a Delaware corporation incorporated on January 23, 1968 (the "Company").

RECITALS OF THE SUCCESSOR

WHEREAS, the Company and the Trustee have heretofore entered into the Agreement to provide for the issuance of the Company's Equipment Trust Certificates (Series 11) (the "Certificates"); and

WHEREAS, pursuant to a Certificate of Ownership and Merger dated as of July 27, 1982, duly executed by the Successor, the Company has been merged into the Successor on the date hereof; and

WHEREAS, all things necessary to make the Certificates issued under the Agreement, as hereby supplemented, the valid obligations of the Successor and to make the Agreement, as hereby supplemented, a valid and binding agreement of the Successor, in accordance with their respective terms, have been accomplished; and

WHEREAS, the Successor desires to comply with the provisions of the Agreement by the execution of a supplement thereto to evidence the assumption by the Successor of all of the obligations of the Company under the Agreement and under the guaranty of the Company endorsed on the Certificates;

NOW, THEREFORE, THIS SUPPLEMENT WITNESSETH:

In consideration of the premises and of other good and valuable consideration, the receipt whereof is hereby acknowledged, the Successor covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Certificates as follows:

ARTICLE ONE

ASSUMPTION BY THE SUCCESSOR

Section 1.01. The Successor hereby represents and warrants to the Trustee and to the holders from time to time of the Certificates as follows:

(a) The Successor is a corporation duly organized and existing under the laws of the State of Delaware.

(b) On the date hereof the Company has heretofore been merged into the Successor (said merger being hereinafter referred to as the "Merger").

(c) Immediately after giving effect to the Merger, no Event of Default and no event which, after notice or lapse of time or both, would become an Event of Default has occurred and is continuing.

Section 1.02. The Successor hereby expressly assumes and agrees to perform each and all of the obligations and covenants of the Company under the Agreement and under the guaranty endorsed on the Certificates.

Section 1.05. Certificates authenticated and delivered on and after the date hereof shall bear the following notation which may be stamped or typewritten thereon:

"On August 3, 1982 Union Tank Car Company was merged into Union Tank Car Company (formerly Marmon Industrial Corporation) which has assumed and agreed to perform all of the obligations and covenants of the Agreement on the part of Union Tank Car Company."

If the Successor shall so determine, new Certificates so modified as to conform to the Agreement as hereby supplemented, in form satisfactory to the Trustee, may at any time hereafter be prepared and executed by the Successor and authenticated and delivered by the Trustee in exchange for Certificates then outstanding, and thereafter the notation herein provided shall no longer be required. Anything herein or in the Agreement to the contrary notwithstanding, the failure to affix the notation herein provided to any Certificate or to exchange any Certificate for a new Certificate modified as herein provided shall not affect any of the rights of the holder of such Certificate.

## ARTICLE TWO

### MISCELLANEOUS

Section 2.01. Except as otherwise expressly provided or unless the context otherwise requires, all terms used herein which are defined in the Agreement shall have the meanings assigned to them in the Agreement.

Section 2.02. This Supplement shall be effective as of the date and time of the effectiveness of the Merger.

Section 2.03. The recitals contained herein shall be taken as the statements of the Successor and the Trustee assumes no responsibility for their correctness. The Trustee makes no representations as to the validity or sufficiency of this Supplement.

Section 2.04. This Supplement shall be governed by and construed in accordance with the laws of the jurisdiction which govern the Agreement and its construction.

Section 2.05. This Supplement may be executed in any number of counterparts each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed and their respective seals to be affixed hereunto and duly attested all as of the day and year first above written.

UNION TANK CAR COMPANY

(Corporate Seal)

By

  
Executive Vice President

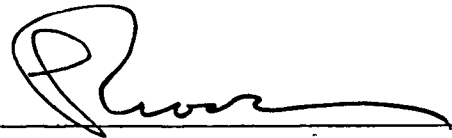
Attest:

  
Secretary

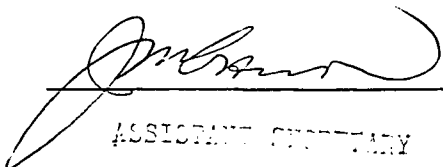
MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Trustee

(Corporate Seal)

By

  
Vice President

Attest:

  
ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On the 8th day of September, 1982, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 S. LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, a corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed pursuant to the authority of the Board of Directors of said corporation; and that he signed his name thereto pursuant to like authority.

Carol D'Ascenzo  
Notary Public

My Commission Expires November 7, 1983

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On the <sup>24<sup>th</sup></sup> day of September, 1982, before me personally came P. J. Crooks, to me known, who, being by me duly sworn, did depose and say that he resides at 1 Delaware Ave Lambertville, New Jersey 08530; that he is a Vice President of Morgan Guaranty Trust Company of New York, a corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed pursuant to the authority of the Board of Directors of said corporation; and that he signed his name thereto pursuant to like authority.

Harold Robinson  
Notary Public

HAROLD ROBINSON  
Notary Public, State of New York  
Qualified in Queens County  
Certificate Filed in New York County  
No. 41-4731138  
Commission Expires March 30, 1984